

BYLAWS OF THE MAD RIVER VALLEY PLANNING DISTRICT

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BYLAWS OF THE MAD RIVER VALLEY PLANNING DISTRICT

ARTICLE 1: NAME AND ADDRESS

The name of this organization shall be the Mad River Valley Planning District, hereinafter referred to as MRVPD. The principal address of MRVPD shall be the address of its offices.

ARTICLE 2: POWERS AND PURPOSES

Section 201: Legal Basis

24 VSA Chapter 121 provides that municipalities may form a union municipal district for cooperation in providing services and facilities in a manner and under a form of organization that accords best with the needs of those municipalities. Specifically pursuant to 24 V.S.A. 4866, in relevant part, a union municipal district may: (i) Promote cooperative arrangements and coordinated action among its participating municipalities; (ii) make recommendations for review and action to its participating municipalities and other public agencies which perform functions within the region in which its participating municipalities are located; and (iii) Exercise any other powers which are exercised or are capable of exercise by any of its participating municipalities, and necessary or desirable for dealing with problems of mutual concern. Pursuant to 24 VSA Chapter 121, the Towns of Fayston, Waitsfield, and Warren entered into an Agreement to Create the Mad River Valley Planning District dated March 1985 ("Articles of Agreement"), which, upon approval by the voters of the member towns and the State of Vermont, created the MRVPD.

Section 202: General Purpose

The purpose of the Mad River Valley Planning District (hereinafter "District") is to carry out a program of planning for the future of the Mad River Valley. The planning program shall be directed toward the physical, social, economic, fiscal, environmental, cultural, and aesthetic well-being of the Towns of Fayston, Waitsfield, and Warren (hereinafter "member Towns") and their inhabitants.

Section 203: Other Duties and Responsibilities

MRVPD may perform other acts or functions as it may deem necessary or appropriate to fulfill the intent and purposes of the Articles of Agreement.

ARTICLE 3: MEMBERSHIP AND REPRESENTATION

Section 301: Member Municipalities

Each member Town (Fayston, Waitsfield, and Warren) shall be represented on the Steering Committee by one Selectperson and one Planning Commissioner, or their alternates.

Section 302: Representation

The Valley business community shall have a Steering Committee representative. The Mad River Valley Chamber of Commerce (MRVCC) is deemed to be the representative of the Mad River Valley business community. The Central Vermont Regional Planning Commission (CVRPC) shall have an ex officio seat. Pursuant to MRVPD's 1998 Memorandum of Understanding between Sugarbush, the Valley Towns, and CVRPC, a representative of Sugarbush Resort may also serve as an ex officio member of the Steering Committee.

Section 303: Voting

- A. Each municipal member representative and MRVCC representative shall have one vote in all actions taken by the Steering Committee.
- B. CVRPC and Sugarbush Resort shall each have non-voting representation on the Steering Committee.
- C. Prior to any vote on any matter before the Steering Committee, a minimum of two Steering Committee Members may request time and opportunity to consult with the Steering Committee Member's municipal legislative body or, in the case of MRVCC, its board of directors. When so requested, the vote shall be postponed until the next scheduled Steering Committee meeting, unless such postponement results in a violation of Vermont law.

Section 304: Resignation

Any resignation of a Steering Committee Member shall be submitted to MRVPD in writing.

Section 305: Attendance

If a Steering Committee Member is absent without notification to the Chair or staff for three sequential Steering Committee meetings, the Chair shall contact that Steering Committee Member to determine whether the Steering Committee Member has a continued interest in serving and is available to serve on the Steering Committee.

ARTICLE 4: ORGANIZATION

Section 401: Steering Committee Members

- A. The Steering Committee shall consist of six (6) municipal representatives, one (1) MRVCC representative, one (1) CVRPC representative, and one (1) Sugarbush representative. In the event a Steering Committee Member is unable to attend, the alternate designated by that Steering Committee Member's appointing board/authority may attend in such Member's place. It shall be the duty of each municipal Steering Committee Member to regularly report on the activities of MRVPD to the selectboard and the local planning commission of the municipality of the Steering Committee Member's appointment.

- B. The term of office for all representatives shall be one year. Initial terms of office shall commence immediately upon appointment. Subsequent terms will begin on April 1.

Section 402: Officers

- A. MRVPD's officers shall consist of a chair (the "Chair"), vice chair (the "Vice Chair"), and secretary/treasurer (the "Secretary/Treasurer"), each of whom shall be duly appointed Steering Committee Members. Officers shall be elected at the Annual Organizational Meeting, which shall be the first meeting of the MRVPD Steering Committee in April, or as soon as practicable thereafter. In the event of a vacancy in an officer position, the Steering Committee shall elect a replacement as soon as possible.
- B. Duties of officers shall be as follows:
 - 1. The Chair shall call meetings of the Steering Committee and the Executive Committee and shall preside at these meetings. The Chair shall prepare, or assign such responsibility, and cause to be distributed, an agenda for the Executive Committee meetings and a draft agenda for the Steering Committee meetings to be approved by the Executive Committee. Upon approval by, or in the absence of a quorum of, the Executive Committee, the Chair shall ensure the distribution of the Steering Committee agenda. The Chair shall perform such other duties as are normal or customary to the office, or which may be assigned by the Steering Committee. The Chair shall cast a vote on all issues voted on at a Steering Committee or Executive Committee meeting, unless the Chair wishes to abstain or has recused themselves.
 - 2. The Vice Chair shall act as Chair in the absence or incapacity of the Chair and shall perform such other duties as may be assigned by the Steering Committee. The Vice Chair may also advise the Chair on parliamentary issues. The Vice Chair shall act as Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer.
 - 3. The Secretary/Treasurer shall be MRVPD's recording officer and the custodian of its records, except for those duties that are delegated to MRVPD staff. The Secretary/Treasurer shall perform all duties customary to that office, including overseeing all MRVPD minutes and financial records.
- C. Additional officer duties may be assigned by a policy adopted by the Steering Committee.

Section 403: Executive Committee

- A. The officers of the Steering Committee shall constitute the Executive Committee (the "Executive Committee").
- B. The Chair of the Steering Committee shall automatically serve as the Chair of the Executive Committee.
- C. The purpose of the Executive Committee is to support the Steering Committee by facilitating the general operation of MRVPD as directed by the Steering Committee and to act on behalf of the Steering Committee in the absence of a Steering Committee quorum when time precludes the delay of decision or action.
- D. The duties of the Executive Committee shall be to:

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1. Oversee and recommend an annual work plan and budget for MRVPD, including budget adjustments.
2. Recommend municipal dues.
3. Oversee and recommend an organizational plan for MRVPD.
4. Review the annual report.
5. Recommend the addition and elimination of staff positions as recommended by the Executive Director. Draft job descriptions and recommend wage ranges for staff positions
6. Oversee personnel, financial, procurement, operational, and administrative policies and procedures.
7. Serve as a sounding board to the Executive Director and provide timely feedback on daily operations, requests from member organizations, etc.
8. Monitor emerging issues affecting MRVPD and inform the Steering Committee as appropriate.
9. Approve agendas for Steering Committee meetings.
10. Recommend to the Steering Committee or, if timing requires, take appropriate action on State or Federal review processes of major development proposals, policy issues, including legislative issues, state or federal plans and policy, or other issues affecting the Mad River Valley and its municipalities.
11. Carry out other actions as directed by the Steering Committee.

Section 404: Special or Ad Hoc Committees

- A. The Steering Committee may create special committees ("Special Committees") as needed to address specific tasks or to oversee or advise MRVPD projects or programs.
- B. Special Committees may include Steering Committee Members, Alternates, topic experts, interest group representatives, or other public representatives as appropriate to accomplish the purpose of the Special Committee. The Steering Committee shall appoint Steering Committee Members (or Alternate) to serve as members of Special Committees.
- C. Special Committees shall be advisory to the Steering Committee. Special Committees may offer advice, input, and opinions to agencies, other organizations, and individuals as appropriate, provided that they are compatible with plans, policies, positions, or resolutions adopted by the Steering Committee.
- D. The advice, input, and opinions provided to outside parties by any committee may be reviewed, confirmed, or reversed by the Steering Committee.
- E. Special Committees shall report to the Steering Committee as it directs.

Section 405: Appointed Representatives

The Steering Committee may appoint Steering Committee Members, Alternates, or MRVPD staff to represent MRVPD on state councils or the governing bodies of other organizations. Appointments shall be made at the Annual Organizational Meeting, or when representation is requested.

Section 406: Staff

- A. MRVPD staff shall consist of an executive director (the “Executive Director”) and any other administrative or technical staff as approved by the Steering Committee
- B. The Executive Director and staff shall implement the work plan approved by the Steering Committee and undertake other duties assigned by the Steering Committee.
- C. All personnel matters shall be managed in accordance with the adopted Personnel Policies. Job descriptions for all staff shall be kept on file.
- D. No person seeking employment or having business with MRVPD shall be discriminated against for reasons of race, color, national origin, ancestry, place of birth, religion, gender identity, sexual orientation, pregnancy, age, marital status, military/veteran status, genetic information, physical or mental disability, HIV status, or any other characteristic protected by state or federal law.

ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS

Section 501: Nominations

- A. At the Steering Committee’s Annual Organizational Meeting the acting/interim Chair shall open nominations from the floor for Officer positions, starting with the Chair position.
- B. The newly appointed Chair shall assume the role upon election and preside over the remaining nominations.
- C. Following the election of Officers, Steering Committee members shall nominate representatives to serve on the Executive Committee.

Section 502: Elections

The candidates receiving the most votes shall be elected.

Section 503: Terms of Office

The terms of office for Officers and the Executive Committee are one year, from the Annual Organizational Meeting.

Section 504: Vacancies

- A. In the event that any Officer or Executive Committee position is vacated, such vacancy shall be filled by nominations from the floor at the next regular Steering Committee meeting. Members so elected shall hold office only for the balance of the current year or until their successors are elected and installed.
- B. In the event of the death, resignation, or inability to act as a Steering Committee Member, member of all other committees, or appointee, a successor shall be elected or appointed using the same process as provided in the case of the original election or appointment.

Section 505: Removal from Office

- A. Any Officer, member of any committee, or representative or appointee to another body elected by the Steering Committee may be removed from their committee or representatives' position for violations of MRVPD's adopted Code of Conduct and Conflict of Interest Policy. Removal requires a five-person vote of the Steering Committee. Any action for removal must be warned one month in advance of the Steering Committee meeting at which such a vote will be taken.
- B. Municipal Steering Committee Members and Alternates may only be removed from the Steering Committee through action by their municipal governing body.

ARTICLE 6: MEETINGS

Section 601: Open Meeting Law

- A. All meetings of the Steering Committee and committees established by the Steering Committee are subject to the Vermont Open Meeting Law (codified at 1 V.S.A. Sections 310-314 and any amendments).
- B. In addition to the requirements of the Vermont Open Meeting Law, and except as otherwise provided in these bylaws, meetings of the Steering Committee and committees established by the Steering Committee may be conducted via telephone or through the use of Internet meeting services designated by MRVPD. These electronic meetings shall be subject to all rules adopted by the Steering Committee that govern them, which may include any reasonable limitation on, and requirement for, Steering Committee members' participation. In the event of a conflict between rules adopted by the Steering Committee and the Vermont Open Meeting Law, the Vermont Open Meeting Law shall prevail.

Section 602: Regular Steering Committee of Steering Committee Members Meetings

Regular meetings of the Steering Committee shall be held on the Third Thursday of the month, or as otherwise determined by either the Executive Committee or the Steering Committee. The time and place of the regular meetings shall serve the convenience of the greatest number of Steering Committee Members, as determined by the Steering Committee.

Section 603: Annual Organizational Meeting

The annual meeting shall be the regular meeting that occurs in April (the "Annual Meeting").

Section 604: Special Steering Committee Meetings

Special meetings may be called by the Chair, the Executive Committee, or by a majority vote of the Steering Committee.

Section 606: Notice of Meetings

- A. Notice of Steering Committee meetings shall be provided in accordance with the Vermont Open Meeting Law.
- B. Agendas for committee meetings shall be posted to the MRVPD website.

Section 607: Quorum

A quorum shall be necessary for the transaction of any business and shall consist of a majority of the voting members of the Steering Committee, including at least one representative from each member Town.

Article 608: Parliamentary Authority

Robert's Rules of Order (the most current edition then in effect) shall generally govern the proceedings of the Steering Committee, unless otherwise specifically covered within these Bylaws or by any other special rules the Steering Committee may adopt.

Section 609: Minutes and Public Records

Minutes of all meetings of the Steering Committee and all committees established by the Steering Committee shall be kept and copies shall be available to all Steering Committee Members, member municipalities, and the general public in accordance with the Vermont Public Records Act (codified at 1 V.S.A. Sections 315-320).

ARTICLE 7: FUNDING

Section 701: Fiscal and Operational Year

MRVPD's fiscal and operational year shall be from March 1st to the last day of February (the "Fiscal Year").

Section 702: Membership Assessment

The Executive Committee shall annually recommend a schedule and rate for membership dues to the Steering Committee. The Steering Committee shall annually adopt membership dues. MRVPD shall notify in writing all member selectboards within the District on or before December 22, or as soon as reasonably practicable, of the sums it deems necessary to be received from said municipalities for the next MRVPD Fiscal Year.

Section 703: Grants, Contracts and Contributions

MRVPD may receive and expend monies from any source, public or private, without limitation, including funds made available from individuals, municipalities, the State of Vermont, the federal government, private foundations, corporate partners, or trusts.

Section 704: Signatory

- A. The Executive Director, or the Chair, is responsible for approving and signing funding applications and proposals. When a funding agency requires Steering Committee authorization for a specific application or proposal, authorization shall be obtained from the Steering Committee prior to the signature of the application.
- B. The Executive Committee is responsible for approving contracts and agreements and shall authorize an Officer or the Executive Director to sign approved contracts, instruments, and agreements on behalf of MRVPD.
- C. The Chair, Secretary/Treasurer, and Vice Chair are authorized to sign checks, notes, drafts, and orders related to an approved budget, work plan, contract, or agreement. All other payments must be approved and authorized by the Executive Committee.

ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS

Section 801: Participation

Participation by a municipality in a memorandum of understanding with MRVPD shall be voluntary and only valid upon action by the Steering Committee and the selectboard of each municipality that is a proposed party to the service agreement. The agreement may include other parties as may be relevant to a particular service.

Section 802: Content of Agreement

- A. A memorandum of understanding shall describe the services to be provided, and, if applicable, the amount of funds payable by, and/or a formula for allocating costs to, each municipality that is a party to the service agreement.
- B. To become effective, a memorandum of understanding shall be executed by a duly authorized agent of MRVPD and the selectboard of each municipality who is a proposed party to the service agreement. The agreement may include other parties as may be relevant to a particular service.
- C. Any modification to a memorandum of understanding shall become effective only when approved by all parties to a memorandum of understanding, including MRVPD's Steering Committee and the selectboard of each municipality who is a party to the service agreement. Such modifications shall be in writing, with a copy provided to all parties to the agreement.

Section 803: Termination of Agreement

All memorandum of understandings shall contain a termination date unless some other method of termination is expressly provided in the agreement. Service agreements shall also contain a provision describing how parties may withdraw from the agreement prior to the termination

date. The method of withdrawing from and/or terminating a service agreement shall generally be the same as the process for entering such agreement (i.e., by majority vote of the selectboard of each municipality who is a party to the service agreement) and MRVPD's Steering Committee, subject to other applicable provisions of law.

Section 804: Other Contracted Services

Nothing within this article shall limit MRVPD's ability to enter into contracts or agreements to provide services with other entities or governmental organizations, including those serving multiple municipalities.

ARTICLE 9: FISCAL PROVISIONS

Section 901: Insurance

MRVPD shall carry Public Officials liability insurance or equivalent on its employees and Steering Committee members. The premium for such insurance shall be paid from MRVPD funds.

Section 903: Code of Conduct and Conflict of Interest

Steering Committee Members have an obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. MRVPD shall maintain a written policy on code of conduct and conflict of interest. A copy of this policy shall be made available to all Steering Committee Members and Alternates.

Section 904: Work Plan and Budget

1. The Executive Director shall prepare a progress report on the current annual work plan and budget and shall present it to the Steering Committee in September.
2. The Executive Director shall prepare a preliminary work plan and budget for the upcoming fiscal year and shall present it to the Steering Committee at the October meeting, or as soon as possible thereafter.
3. The Executive Director shall prepare a finalized annual written work plan and budget to be presented to the Executive Committee for approval in December, or as soon as possible thereafter.

Section 905: Annual Report

The Executive Director shall prepare a written annual report to the member municipalities by January 31st. The annual report must contain the following:

- A detailed statement of the financial condition of the MRVPD for its fiscal year;
- A classified summary of receipts and expenditures;
- Other information as the Steering Committee votes to include;

- A list of accounts maintained by the MRVPD, including and trust accounts;

ARTICLE 10: SUPPLEMENTARY PROVISIONS

Section 1001: Electronic Records and Signatures

To the maximum extent permissible by law, these Bylaws shall be construed so that electronic documents or records shall be the legal equivalent of written instruments and authenticated documents or records shall be the legal equivalent of signed or executed written instruments.

Section 1002: Amendments to Bylaws

- A. A proposed amendment shall be submitted in writing to the Executive Director.
- B. The proposed amendment shall be placed on the Executive Committee agenda for its review prior to being placed on the Steering Committee agenda. Following review by the Executive Committee, the proposed amendment, along with any recommendations of the Executive Committee, shall be placed on the agenda of the next regularly scheduled meeting of the Steering Committee.
- C. The draft proposed amendment shall be discussed at the next regular meeting of the Steering Committee and may be amended at that meeting. An affirmative vote of the Steering Committee is required to advance the agreed upon final proposed amendment. That vote must direct that the final proposed amendment be placed on the agenda of the subsequent regular meeting for a final vote.
- D. After the affirmative vote described in 1002.C, the proposed amendment shall be placed on the agenda for a final vote at the subsequent regular meeting of the Steering Committee. No amendment to the proposed amendment shall be allowed at the Steering Committee meeting during which the final vote is taken.
- E. The proposed amendment shall become effective upon the affirmative vote of five members of the Steering Committee. If a five-member affirmative vote is not attained, the proposed amendment fails.

Section 1003: Severability

If any provision of these Bylaws is held invalid, the other provisions of MRVPD's Bylaws shall not be affected thereby.